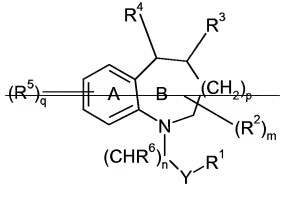
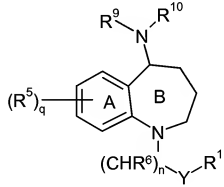
Amendments to the Claims

1. (currently amended) A compound of a formula below:~~:~~





wherein

n is 0, 1, 2, or 3;

~~m is 0, 1, 2, or 3;~~

~~p is 1 or 2;~~

q is 0, 1, 2, or 3;

Y is a bond, C=O, or $S(O)_t$; wherein t is 0, 1, or 2;

R^1 is selected from a group consisting of ~~hydroxy,~~ C_1-C_6 alkyl, aryl, C_2-C_6 alkenyl, ~~C_1-C_6 haloalkyl,~~ C_1-C_6 alkylheterocyclic, C_3-C_8 cycloalkyl, C_1-C_6 alkylcycloalkyl; C_1-C_6 alkylaryl, heterocyclyl, ~~C_2-C_6 alkylalcohol,~~ C_1-C_6 alkoxy, aryloxy, ~~OC_2-C_6 alkenyl,~~ OC_1-C_6 haloalkyl, ~~OC_1-C_6 alkylheterocyclic,~~ OC_3-C_8 cycloalkyl, OC_1-C_6 alkylcycloalkyl, $-NR^7R^8$ ~~and~~ OC_1-C_6 alkylaryl, -O-heterocyclic, and OC_1-C_6 alkylheterocyclic; ~~provided that R^1 is not hydroxy when Y is $S(O)_t$, CO or when n and y are both zero;~~ and wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3- groups independently selected from oxo, ~~hydroxy,~~ halo, C_1-C_6 alkyl, ~~C_2-C_6 alkene, C_2-C_6 alkynyl,~~ C_1-C_6 alkoxy, C_1-C_6 haloalkyl, ~~C_1-C_6 alkylalcohol,~~ $CONR^{11}R^{12}$, ~~$NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$~~, C_0-C_3 $alkylNR^{11}R^{12}$, ~~C_1-C_3 $alkylCOR^{11}$~~, C_0-

C_6 alkylCOOR[11], cyano, ~~C_1-C_6 alkylcycloalkyl,~~ and phenyl; ~~, OC_1-C_6 alkylcycloalkyl, OC_1-C_6 alkylaryl, OC_1-C_6 alkylheterocyclic, and C_1-C_6 alkylaryl;~~

~~R^3 is bound only to carbon atoms and is a group independently selected from hydrogen, hydroxy, halo, C_1-C_6 alkyl, C_2-C_6 alkene, C_2-C_6 alkynyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, $CONR^{11}R^{12}$, $NR^{11}SO_2R^{12}$, $NR^{11}COR^{12}$, C_0-C_6 alkyl$NR^{11}R^{12}$, C_0-C_6 alkylCOR^{11}, C_0-C_6 alkyl$COOR^{11}$, cyano, nitro, C_0-C_6 alkylcycloalkyl, phenyl, and C_0-C_6 alkylaryl heterocyelyl, C_2-C_8 cycloalkyl, and C_1-C_6 haloalkyl;~~

~~R^3 is hydrogen;~~

~~R^4 is a group represented by the formula $-NR^9R^{10}$;~~

each R^5 is selected from a group consisting of ~~hydrogen,~~ hydroxy, halogen, C_1-C_6 haloalkyl, ~~C_2-C_8 cycloalkyl, C_1-C_6 alkylaryl, C_1-C_6 alkylheterocyclic,~~ aryl, heterocyclic, cyano, ~~nitro,~~ C_1-C_6 alkyl, C_2-C_6 alkenyl, C_1-C_6 alkoxy, ~~aryloxy, OC_2-C_6 alkenyl,~~ OC_1-C_6 haloalkyl, C_0-C_6 alkylNR^7R^8, C_0-C_6 alkylCOR^7, C_0-C_6 alkylCO_2R^7, ~~C_0-C_6 alkyl$CONR^7R^8$, $CONR^7SO_2R^8$,~~ $NR^7SO_2R^8$, NR^7COR^8, ~~$N{=}CR^7R^8$, $OCONR^7R^8$,~~ $S(O)_kR^7$, ~~$SO_2NR^7R^8$,~~ C_1-C_6 alkylalcohol, ~~OC_1-C_6 alkylheterocyelic,~~ and $-OC_1$-C_6 alkylaryl wherein each of the ~~alkyl, cycloalkyl,~~ aryl and heterocyclic groups is optionally substituted by oxo, or alkyloxy; ~~, aryloxy; and wherein any two R^5 groups may combine to form an optionally substituted 5-7 member carbocyelic or heterocyelic, saturated or unsaturated ring fused with the A ring to which they are attached;~~

R^6 is ~~independently selected from a group consisting of~~ hydrogen, or C_1-C_6 alkyl; ~~C_2-C_6 alkenyl, hydroxy, COR^7, C_1-C_6 alkoxy, aryloxy, OC_2-C_6 alkenyl, OC_1-C_6 haloalkyl, C_1-C_6 alkyl$NR^{11}R^{12}$, C_2-C_8 cycloalkyl, heterocyelic, aryl, and C_1-C_6 alkylcycloalkyl;~~

each R^7 is independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_2-C_6 alkynyl, O C_1-C_6 alkyl, C_1-C_6 haloalkyl, O-aryl, OC_2-C_8 cycloalkyl, O-heterocyelic, $NR^{11}R^{12}$, C_1-C_6 alkylcycloalkyl, OC_1-C_6 alkylcycloalkyl, OC_1-C_6 alkylheterocyelic, C_1-C_6 alkylheterocyelic, O C_1-C_6 alkylaryl,~~ C_3-C_8 cycloalkyl, heterocyclic, aryl, ~~and C_1-C_6 alkylaryl,~~ wherein each alkyl, ~~cycloalkyl, heterocyclic or aryl group~~ is optionally substituted with 1-3 groups independently selected from ~~hydroxy, halogen, oxo, C_1-C_6 alkyl,~~ C_1-C_6 alkoxy, SO_2R^{11}, ~~$SO_2NR^{11}R^{12}$, C_1-C_6 alkyl$SO_2NR^{11}R^{12}$, $COOR^{11}$, C_1-C_6 haloalkyl,~~ and $NR^{11}R^{12}$, ~~or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C_1-C_6 alkyl;~~

each R^8 is independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, ~~C_2-C_6 alkenyl, C_2-C_6 alkynyl, O C_1-C_6 alkyl, C_1-C_6 haloalkyl, O-aryl, OC_2-C_8 cycloalkyl, O-heterocyelic, $NR^{11}R^{12}$, C_1-C_6 alkylcycloalkyl, OC_1-C_6 alkylcycloalkyl, OC_1-C_6~~

~~alkylheterocyclic, C_1-C_6 alkylheterocyclic, -O C_1-C_6 alkylaryl, C_3-C_8 cycloalkyl, heterocyclic,~~ and aryl~~, and C_1-C_6 alkylaryl, wherein each alkyl, cycloalkyl, heterocyclic or aryl group is optionally substituted with 1-3 groups independently selected from hydroxy, halogen, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, and $NR^{11}R^{12}$, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring having 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen and sulfur and wherein the nitrogen-containing heterocycle is optionally substituted with oxo, or C_1-C_6 alkyl;~~

R^9 is COR^7 ~~or $S(O)_tR^7$~~ wherein R^7 is as defined above;

R^{10} is benzyl, optionally substituted with 1 or 2 groups selected from halo, C_1-C_6alkyl, haloalkyl, C_1-C_6alkoxy, and C_1-C_6 haloalkoxyalkyl;~~selected from the group consisting of aryl, C_1-C_6 alkylaryl, C_2-C_6 alkenylaryl, C_2-C_6 alkynylaryl, C_1-C_6 alkylheterocyclic, C_2-C_6 alkenylheterocyclic, C_1-C_6 alkylcycloalkyl, C_1-C_6 alkyl-O-C_1-C_6 alkylaryl, and wherein each cycloalkyl, aryl, or heterocyclic group is optionally substituted with 1-3 groups independently selected from the group consisting of hydroxy, oxo, -SC$_1$-C_6 alkyl, C_1-C_6 alkyl, C_1-C_6 alkenyl, C_1-C_6 alkynyl, C_1-C_6 haloalkyl, halogen, C_1-C_6 alkoxy, aryloxy, C_1-C_6 alkenyloxy, C_1-C_6 haloalkoxyalkyl, C_0-C_6 alkyl$NR^{11}R^{12}$, -OC_1-C_6 alkylaryl, nitro, cyano, C_1-C_6 haloalkylalcohol, and C_1-C_6 alkylalcohol;~~

R^{11} and R^{12} are independently selected from a group consisting of hydrogen, C_1-C_6 alkyl, ~~C_1-C_6 alkenyl, C_3-C_8 cycloalkyl, heterocyclic,~~ and aryl, ~~C_1-C_6 alkylaryl, wherein each aryl cycloalkyl and heterocyclic group is optionally substituted with 1-3 groups independently selected from halogen, C_1-C_6 alkylheterocyclic, and C_1-C_6 haloalkyl, or R^{11} and R^{12} combine to form a nitrogen containing heterocyclic ring which may have 0, 1, or 2 additional heteroatoms selected from oxygen, nitrogen or sulfur and is optionally substituted with oxo, C_1-C_6 alkyl, COR^7, and SO_2R^7~~;

or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer or mixture of diastereomers~~ thereof.

2. (currently amended) The compound according to Claim 1 wherein R^1 is selected from a group consisting of C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic, aryloxy,~~ -OC_2-C_6 alkenyl,~~ -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylaryl~~, -OC_2-C_8 heterocyclic,~~ and -OC_1-C_6 alkylheterocyclic wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from oxo, halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, $CONR^{11}R^{12}$ and C_0-C_6 alkyl$COOR^{11}$,

3. (currently amended) A compound according to Claim 1 wherein R^1 is selected from a group consisting of ~~C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_2-C_8 cycloalkyl, C_1-C_6 alkylheterocyclic,~~ aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 alkylaryl, ~~-OC_3-C_8~~ -Oheterocyclic, and -OC_1-C_6 alkylheterocyclic; wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, and C_0-C_6 alkyl$COOR^{11}$, ~~R^4 is the group NR^9R^{10} and R^9 is selected from an optionally substituted heterocyclic, or alkylheterocyclic.~~

4. (currently amended) The compound according to Claim 1 wherein R^1 is selected from a group consisting of ~~C_1-C_6 alkoxy,~~ C_1-C_6 alkylcycloalkyl, C_1-C_6 alkylheterocyclic, and C_3-C_8 cycloalkyl, ~~C_1-C_6 alkylaryl,~~ aryloxy, wherein each of cycloalkyl, aryl and heterocyclic group is optionally substituted with 1 to 3 groups independently selected from halo, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, and C_0-C_6 alkyl$COOR^{11}$. ~~-OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, -OC_1-C_6 heterocyclic, -OC_1-C_6 alkylaryl, and -OC_1-C_6 alkylheterocyclic; R^4 is the group NR^9R^{10} and wherein R^9 is COR^7.~~

5. (currently amended) The compound according to Claim 1 ~~wherein n is zero;~~ y is a bond; and R^1 is alkylaryl, alkylheterocyclic, alkycycloalkyl wherein the alkyl, aryl, cycloalkyl and heterocyclic groups are each optionally substituted with 1, 2 or 3 groups independently selected from hydroxy, oxo, -COOH, C_1-C_6 alkyl, C_1-C_6 alkoxy, C_1-C_6 alkylcycloalkyl, C_3-C_8 cycloalkyl, C_1-C_6 alkylaryl, aryloxy, -OC_2-C_6 alkenyl, -OC_1-C_6 haloalkyl, -OC_3-C_8 cycloalkyl, and -OC_1-C_6 alkylaryl.

6-7. (canceled)

8. (currently amended) The compound of claim 1, wherein ~~p is 1 or 2;~~ n is 0 or 1; ~~m is 0,~~ and q is 1-3.

9. (currently amended) The compound according to Claim 1 wherein n ~~and m are independently~~ is 0 or 1; and q is 2 or 3.

10-11. (canceled)

12. (currently amended) A compound ~~according to claim 1~~ selected from the group consisting of:

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-bromo-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-methoxy-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid ethyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-fluoro-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,

~~5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-4,4-dimethyl-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,~~

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

6-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,

5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-9-trifluoromethyl-3,4,5,6-tetrahydro-2H-benzo[b]azocine-1-carboxylic acid isopropyl ester,
4-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-7-trifluoromethyl-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
5-[Acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester, and
5-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-chloro-2,3,4,5-tetrahydro-benzo[b]azepine-1-carboxylic acid isopropyl ester,
or a pharmaceutically acceptable salt~~, enantiomer, diastereomer or mixture~~ thereof.

13. (canceled)

14. (currently amended) A method of treating dyslipidemia comprising administering a compound of claim 1~~formula I~~ or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

15. (currently amended) A method of treating Cardiovascular Diseases comprising administering to a patient in need thereof a pharmaceutically effective amount of a compound of claim 1~~formula I~~ or a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

16, (currently amended) A method ~~according to claim 15~~ of treating artherosclerosis comprising administering a compound of claim 1~~formula I~~, a pharmaceutically acceptable salt~~, enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof to a patient.

17. (canceled)

18. (previously presented) A method of according to claim 14 comprising lowering plasma LDL-cholesterol in a mammal.

19. (canceled)

20. (currently amended) A method of treating pathological sequelae due to low levels of plasma HDL-cholesterol in a mammal comprising administering a pharmaceutically effective

amount of a compound of claim 1~~formula I~~ or a pharmaceutically acceptable salt, ~~enantiomer, racemate, diastereomer, or mixture of diastereomers~~ thereof, to a patient in need thereof.

21. (canceled)

22. (previously presented) A pharmaceutical formulation comprising a compound according to Claim 1 and at least one of: a carrier, a diluent and an excipient.

23-25 (canceled)

26. (previously presented) A method according to claim 14 comprising raising plasma HDL-cholesterol in a mammal.